
REQUEST FOR PROPOSAL (RFP) – SECRETARIAL AUDIT
Tender Reference Number: RFP / SEC / SA / 01/2025-26
Date of issue of RFP: 19.05.2025

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1. Preface

- I. The purpose of this RFP is to solicit proposal from eligible PCS firms/Practicing Company Secretaries to conduct the Secretarial Audit of The Federal Bank Ltd. (CIN: L65191KL1931PLC000368). The appointed Secretarial Auditor or Secretarial Audit Firm may continue as the Secretarial Auditor of the Bank, for one term of five consecutive years or maximum of two terms of five consecutive years respectively, subject to performance evaluation. The appointment of the Secretarial Auditor will be made with the approval of the shareholders at the General Meeting, based on the recommendation of the Board of Directors.
- II. The RFP is uploaded on Federal Bank's website to be responded by PCS firms/Practicing Company Secretaries which satisfy the Minimum Eligibility Criteria prescribed under Clause 5 of this RFP.
- III. The last date for submission of proposal is **May 31, 2025**.
- IV. No proposals would be accepted after the above deadline.
- V. Federal Bank reserves the right to accept any proposal or reject all the proposals, without assigning any reasons whatsoever. The Bank's decision in this regard shall be final and binding.

2. About Federal Bank

The Federal Bank Limited is a Bank licensed under Banking Regulation Act, 1949 which became a scheduled commercial bank under the second schedule of Reserve Bank of India Act 1934 on July 20, 1970.

The Federal Bank Ltd.

Registered Office: Federal Towers, P O Box No.103, Aluva, Ernakulam, Kerala, India 683 101

E-mail: secretarial@federalbank.co.in | Phone: 0484-2622263 | CIN:L65191KL1931PLC000368, www.federalbank.co.in

The equity shares of the Bank are listed in Bombay Stock Exchange (BSE) and National Stock Exchange of India (NSE). The Global Depository Receipts (GDRs) issued by the Bank is listed on London Stock Exchange (LSE).

3. Submission and evaluation of Proposals

- i. The proposals shall be submitted duly signed by the authorized signatory with the seal of the auditor/ audit firm to the below e-mail address:

secretarial@federalbank.co.in

- ii. The documents to be submitted are:
 - a) Profile of the Audit Firm/PCS (with details of the firm, present and past audit assignments, educational qualification and experience of the partners, areas of specialization, contact details of the firm, audit infrastructure facilities and manpower)
 - b) Additional details to be furnished by the audit firm in the format enclosed (**Annexure 1**). This has to be furnished in the letter head of the firm/PCS.
- iii. For any clarifications regarding RFP, please contact:

Mr. Sooraj K
Senior Manager
Secretarial Department
Federal Towers, Bank Junction
Aluva, Kochi-683 101
Phone: 0484- 2634027

4. Scope of Work

The Secretarial Auditor is expected to conduct secretarial audit of the Bank under Section 203 of the Companies Act, 2013 and issue audit reports to the Bank on a quarterly basis and a yearly report. The Secretarial auditor shall verify the status of compliance with the requirements under:

- a) Companies Act, 2013 and rules/circulars/ notifications issued thereunder
- b) Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI)

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- c) Various SEBI Regulations/Circulars/Notifications applicable to a company which has listed its equity shares and debt securities on the main board of BSE and NSE.
- d) Banking Regulation Act, 1949 and other enactments/rules/circulars which are applicable to a Commercial Bank.
- e) Foreign Exchange Management Act, 1999 and rules made thereunder to the extent applicable
- f) Various Labour laws
- g) Any other rules/regulations/circulars/notifications which is issued by the relevant regulator in exercise of the powers contained in any of the enactments/rules mentioned above.

5. Minimum Eligibility Criteria

- Only a member of the Institute of Company Secretaries of India holding a certificate of practice (company secretary in practice) can conduct Secretarial Audit and furnish the Secretarial Audit Report to the Company.
- The Secretarial Auditor may be an individual or a secretarial audit firm. They shall be eligible for appointment as a Secretarial Auditor of the listed entity only if such person is a Peer Reviewed Company Secretary and has not incurred any of the disqualifications as specified by the Board. The majority of partners practising in India should be qualified for appointment as aforesaid may be appointed by its firm name to be Secretarial Auditor of the listed entity.
- Only the partners who are Peer Reviewed Company Secretaries shall be authorised to act and sign on behalf of the firm including a limited liability partnership
- An individual as Secretarial Auditor will be appointed for not more than one term of five consecutive years. A Secretarial Audit firm as Secretarial Auditor will be appointed for not more than two terms of five consecutive years. An individual Secretarial Auditor/ Secretarial Audit firm who has completed his or her term of 5 years shall not be eligible for re-appointment as Secretarial Auditor in the same entity for five years from the completion of his or her term.
- In case a secretarial audit firm is proposed to be appointed as the Secretarial Auditor of the Bank then the partner signing the Secretarial Audit Report should not have signed such report of the Bank in the preceding three consecutive financial years either as an individual secretarial auditor or as a partner of any secretarial audit firm.
- The Proprietor/ Lead Partner under whose supervision the Secretarial Audit of the Bank will be carried out should have minimum Post Qualification (Company Secretary) Experience of 10 years, out of which minimum 5 years should be in full time practice.

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- The Proprietor/ Lead Partner/ Firm should not have been penalized by the ICSI/MCA/ROC or any other Government Authority in any Disciplinary Proceedings during last 5 years.

6. General Terms and Conditions

a) Term of Assignment

The Secretarial Auditor under this RFP may be appointed for a period of 5 financial years as mentioned in preface. In the case of a Secretarial Audit Firm, a second term of five years may be considered, subject to performance evaluation and approval by the competent authority

b) Adherence to Terms and Conditions

The secretarial auditors who wish to submit responses to this RFP should note that they should abide (in true intent and spirit) by all the terms and conditions contained in the RFP. If the responses contain any extraneous conditions put in by the Respondents, such responses may be disqualified and may not be considered for the selection process.

c) Software / Hardware requirements

All the software, hardware equipment's like Laptops, tools etc. to carry out the assignment has to be brought by the secretarial auditor at no extra cost.

d) Professionalism

Secretarial Auditor should provide professional, objective and impartial advice at all times and hold the Bank's interest paramount and should observe the highest standards of ethics, values and code of conduct, honesty and integrity while executing the assignment.

The Bank reserves the right to ascertain information from the other Banks and institutions to which the auditor has rendered their services for execution of similar projects.

e) Single Point of Contact

Secretarial Auditor has to provide details of single point of contact viz. name, designation, address, email address, telephone/mobile no., fax no. etc.

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f) Applicable Law and Jurisdiction of Court

The Contract with secretarial auditor shall be governed in accordance with the laws of India for the time being in force and will be subject to the exclusive jurisdiction of courts at Kochi, Kerala.

g) Authorized Signatory

The selected secretarial auditor shall indicate the authorized signatories who can discuss and correspond with the Bank, with regard to the obligations under the contract.

Annexure 1

ADDITIONAL DETAILS TO BE FURNISHED BY THE AUDIT FIRM/PCS

Sl No.	Particulars	Details	
1.	Name of the Firm /PCS		
2.	Address of the Firm /PCS		
3.	Number of Branches / offices with details thereof		
4.	Number of full time Partners (In Case of a firm)		
5.	Number of FCSs (out of Sl. No.5 above)		
6.	Names of Partners with qualification and years of experience	Name of Partner	Experience as partner with firm & total number of post qualification experience
7.	No. of qualified Company Secretaries who are employed under the PCS/Firm		
8.	No. of trainees / audit staff		
9.	Standing of the firm/PCS (in years)		
10.	i)Name of the partner who will sign the audit report (In case of a firm) ii)Whether the above partner had signed the secretarial audit report of the bank in any of the three preceding financial years iii) Peer Review Certificate No,:		
11.	Whether the PCS/Firm was appointed as the secretarial auditor of the bank during any of the previous three financial years? If yes, give details		
12.	i) Name of the PCS/lead Partner under whose supervision the audit will be carried out ii) His /Her Post Qualification Experience (In Years) iii) His /Her experience in full time practice (In Years)		

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13.	Whether the PCS/ Lead Partner/ Firm have been penalized by the ICSI/MCA/ROC or any other Government Authority in any Disciplinary Proceedings during last 5 years	
14.	Number of staff who would be engaged exclusively for the Secretarial Audit Assignment of Federal Bank	